



LOUDOUN COUNTY PUBLIC SCHOOLS
DEPARTMENT OF PLANNING AND LEGISLATIVE SERVICES

21000 Education Court
Ashburn, Virginia 20148
Telephone: 571-252-1050
Facsimile: 571-252-1101

January 20, 2011



By Hand Delivery

Ms. Kate McConnell
Department of Planning
County of Loudoun
1 Harrison Street, S.E., 3rd Floor
Leesburg, Virginia 20177-7000

Re: Reaffirmation - SPEX 2010-0016, LCPS ES-16
Moorefield Station Elementary School

Dear Kate:

Enclosed is a Revised Affidavit and Reaffirmation of Affidavit for the above-referenced application in preparation for our February 23, 2010 Planning Commission Public Hearing. The only change is the addition of Christopher W. Myers name to Urban Engineering's Real Parties in Interest information in Paragraph C-1.

Please let me know if you have any questions or require additional information.

Sincerely,

Sara Howard-O'Brien, AICP
Land Management Supervisor
LCPS

Enclosures

cc: Sam Adamo, Executive Director, Planning and Legislative Services

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JAN 20 2011

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

In reference to the Affidavit dated July 12, 2010
(enter date of affidavit)

I, Sara Howard-O'Brien, do hereby state that I am an

And that to the best of my knowledge and belief, the following information is true:

√ I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

✓ Paragraph C-1
 _____ Paragraph C-2
 _____ Paragraph C-3
 _____ Paragraph C-4(a)
 _____ Paragraph C-4(b)
 _____ Paragraph C-4(c)

check one: ☐ Applicant or ☒ Applicant's Au

check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Sara Howard-O'Brien, AICP, Land Management Supervisors, Loudoun County Public Schools
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 20th day of January, 20 11, in the
State/Commonwealth of Virginia, in the County/City of Loudoun

Donna M. Jonack

Notary Public

My Commission Expires:

DONNA M. TORRACA
Notary Public
Commonwealth of Virginia
152101

Notary Registration Number:

My Commission Expires Apr 30, 2011

NOTARY PUBLIC
COMMONWEALTH OF VIRGINIA
195101
ADARRO, M. AMRO
1705.08 19A 201001 195101

I, Sara Howard-O'Brien, do hereby state that I am an

☐ Applicant

☒ Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): SPEX 2010-0016, Moorefield Station Elementary School Site (ES-16)

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
120-17-0779	CTD Moorefield Retail LLC Jim Mertz, Exec. VP	13650 Dulles Technology Dr. Ste 250 Herndon, VA 20171	Owner
	Loudoun County School Board Sam Adamo, Sara Howard-O'Brien	21000 Education Ct., 2 nd Floor Planning Department Ashburn, VA 20148	Applicant
	Urban Engineering & Associates, Inc. (t/a Urban Ltd.) David T. McElhaney Christopher W. Myers	7712 Little River Turnpike, Annandale, VA 22003	Agent
	Gorove Slade Associates, Inc. Christopher M. Tacinelli Tushar Awar	3914 Centreville Rd, Ste 330 Chantilly, VA 20151	Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

☐ There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all OFFICERS and DIRECTORS of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

CTD Moorefield Retail, LLC, 13650 Dulles Technology Drive, Suite 250, Herndon, VA 20171

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
TR Realty Loudoun Partners, Ltd	
Carbon Loudoun, Ltd	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all OFFICERS and DIRECTORS of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Thompson Realty Development Corporation, 2505 N. Plano Rd., Ste. 3000, Richardson, TX 75082

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The Hayden Company	
The Williamsburg Corporation	
Joe C. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Hayden Company, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary Margaret Thompson Wolf Hayden, Company Investment Trust	Mary Ann Thompson Hayden, Company Investment Trust
Henry Douglas Thompson Hayden, Company Investment Trust	Mary T. Wolf "F" Trust
John P. Thompson, Jr., Hayden, Company Investment Trust	H. Douglas Thompson "F" Trust
John P. Thompson, Jr. "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Williamsburg Corporation, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Jere W. Thompson	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Margaret Thompson Wolf Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary T. Wolf "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Henry Douglas Thompson Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
H. Douglas Thompson "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

John P. Thompson, Jr. Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
John P. Thompson, Jr. "F" Trust	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Ann Thompson Hayden Company Investment Trust, 12225 Greenville Ave. Suite 440, Dallas, TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary Ann Thompson-Frenk "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Ann Thompson-Frenk "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
Mary Ann Thompson-Frenk	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

☐ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Thompson Realty Investment Corporation, 2505 N. Plano Rd, Ste 3000, Richardson, TX 75082

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The Hayden Company	
The Williamsburg Company	
Joe C. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Florida Company, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
Joe C. Thompson, Jr.	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

H. Douglas Thompson "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
H. Douglas Thompson	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

John P. Thompson., Jr. "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

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☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
John P. Thompson, Jr.	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary T. Wolf "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary T. Wolf	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Loudoun CL-1, LLC 1701 N. Collins Blvd., Suite 1200, Richardson, TX 75080

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
Edmund H. Garahan	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

☐ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Urban Engineering & Associates, Inc. (t/a Urban, Ltd.) 7712 Little River Turnpike,
Annandale, VA 22003

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
J. Edgar Sears, Jr.	
Barry B. Smith	
Brian A. Sears	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
J. Edgar Sears, Jr.	President and Treasurer
Barry B. Smith	Vice President and Secretary

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Gorove Slade Associates, Inc., 3914 Centreville Road, Suite 330, Chantilly, VA 20151

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
Christopher M. Tacinelli	
Chad A. Baird	
Daniel B. VanPelt	
Erwin N. Andres	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Christopher M Tacinelli	President
Chad A. Baird	Vice President and Treasurer
Daniel B. VanPelt	Vice President and Secretary
Erwin N. Andres	Vice President and Director

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Loudoun County School Board, 21000 Education Court, Ashburn, VA 20148

√ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Robert F. Dupree, Jr.	Dulles District
Thomas E. Reed	At-Large
Tom Marshall	Leesburg District
Priscilla B. Godfrey	Vice Chairman, Blue Ridge District
John Stevens	Chairman, Potomac District
Bob Ohneiser, Esq.	Broad Run District
J. Warren Geurin	Sterling District
Jennifer K. Bergel	Catoctin District
Dr. Joseph M. Guzman	Sugarland Run District

Check if applicable:

___ Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

TR Realty Loudoun Partners, LTD, 2505 N Plano Road, Suite 3000, Richardson, TX 75082

_____ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Thompson Realty Development Corporation	General Partner
TR Residential Realty, Ltd	Limited Partner
The Florida Company	Limited Partner
The Williamsburg Corporation	Limited Partner
W.T. Field	Limited Partner
Kelly P.B. Drablos	Limited Partner
Mary T. Wolf "F" Trust	Limited Partner
H. Douglas Thompson "F" Trust	Limited Partner
John P. Thompson, Jr. "F" Trust	Limited Partner

Check if applicable:

___ Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

TR Residential Realty, LTD, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (<i>First, M.I., Last</i>)	<i>Title</i> (<i>e.g. General Partner, Limited Partner, etc</i>)
The Hayden Company	Limited Partner
The Florida Company	Limited Partner
Joe C. Thompson, Jr.	Limited Partner
Jere W. Thompson	Limited Partner
W.T. Field	Limited Partner
Thompson Realty Investment Corporation	General Partner

Check if applicable:

 Additional Partnership information attached. *See Attachment to Paragraph C-3.*

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Carbon Loudoun, LTD, 1701 N. Collins Blvd., Suite 1200, Richardson, TX 75080

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Loudoun CL-1, LLC	General Partner
Edmund H. Garahan	Limited Partner
Kurt Jones	Limited Partner

Check if applicable:

 Additional Partnership information attached. *See Attachment to Paragraph C-3.*

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

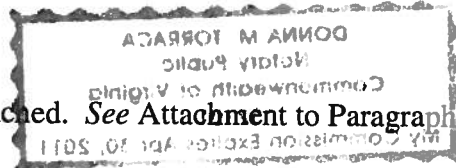
☐ Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). None. Property owned by Loudoun County School Board.

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(b).*



- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state). None to our knowledge

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(c).*

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

Sara Howard O'Brien
check one: [] Applicant or [✓] Applicant's Authorized Agent

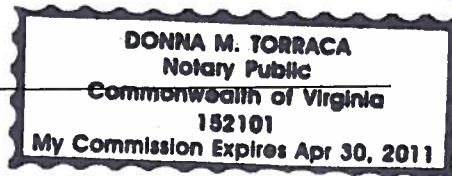
Sara Howard-O'Brien, Land Management Supervisor, Loudoun County Public Schools
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 20th day of January, 2010, in the
State/Commonwealth of Virginia, in the County/City of Loudoun

Donna M. Torraca

Notary Public

My Commission Expires: _____



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